

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.
and LAW DEBENTURE TRUST COMPANY OF
NEW YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

Civil Action No. 04-1494-JJF

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

v.

MICHAEL J. HANSON and ERNIE J. KINDT,

Defendants.

Civil Action No. 05-499-JJF

DECLARATION OF JOHN W. BREWER

JOHN W. BREWER declares as follows:


1. I am a member of the bar of the United States District Court for the Southern District of New York, admitted pro hac vice to the Bar of this Court, and Special Counsel with the firm of Fried, Frank, Harris, Shriver & Jacobsen LLP ("Fried Frank"), counsel to Magten Asset Management Corporation ("Magten") and Law Debenture Trust Company of New York ("Law Debenture") in connection with the above captioned actions. I submit this declaration (the "Declaration") in support of Magten and Law Debenture's Motion In Limine to Exclude the Expert Report and Testimony of Christopher J. Kearns.

2. A true and correct copy of pertinent pages from the Deposition of Christopher J. Kearns, taken on January 10, 2008, is attached hereto as Exhibit 1.

3. A true and correct copy of the Expert Report of Christopher J. Kearns, dated October 17, 2007, is attached hereto as Exhibit 2.

I declare under penalty of perjury that the above statements are true and correct.

Dated: New York, New York
January 31, 2008

By: 
John W. Brewer

CERTIFICATE OF SERVICE

I hereby certify that on this 31st day of January, 2008, I served by hand delivery and electronic filing the DECLARATION OF JOHN W. BREWER in support of Magten Asset Management Corporation and Law Debenture Trust Company of New York's Motion in Limine to Exclude the Expert Report and Testimony of Christopher A. Kearns using CM/ECF, which will send notificaoitn of such filing(s) to the following:

Denise Seastone Kraft, Esquire
Edwards Angell Palmer & Dodge LLP
919 North Market Street, 15th Floor
Wilmington, DE 19801

Victoria Watson Counihan, Esquire
Dennis A. Meloro, Esquire
Greenberg Traurig LLP
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801

I also certify that on this 31st day of January, 2008, I served the aforementioned document, by email and Federal Express, upon the following participants.

Stanley T. Kaleczyc, Esquire
Kimberly A. Beatty, Esquire
Browning, Kaleczyc, Berry & Hoven, P.C.
139 North Last Chance Gulch
P.O. Box 1697
Helena, Mt 59624

Steven J. Reisman, Esquire
Joseph D. Pizzurro, Esquire
Nancy E. Delaney, Esquire
Miriam K. Harwood, Esquire
Myles Bartley, Esquire
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, New York 10178-0061


Dale R. Dubé (I.D. No. 2863)